

Form 51-102F3 Material Change Report

Item 1: Name and Address of Company

NeonMind Biosciences Inc. (the “**Company**”)
Suite 100 – 295 Robinson Street
Oakville, ON L6J 1G7

Item 2: Date of Material Change

May 30, 2022 and June 1, 2022

Item 3: News Release

A news release was issued and disseminated on May 30, 2022 and June 7, 2022 via www.baystreet.com and www.stockwatch.com and filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

The Company announced changes to the Board of Directors (the “**Board**”), Audit Committee, and executive management team.

Item 5: Full Description of Material Change

On May 30, 2022, Jeff Smith and Kari Richardson resigned from the Board, and the Company appointed Rob Tessarolo (“**Tessarolo**”) and Cole Drezdoff to fill the casual vacancies. Tessarolo was also appointed as Chairman of the Board.

On May 30, 2022, the Company appointed Tessarolo and Cole Drezdoff as independent members of the Company’s Audit Committee. Tessarolo was also appointed as the Chairman of the Audit Committee.

On May 30, 2022, Penny White was appointed as Chief Executive Officer and President of the Company, and Kari Richardson was appointed to serve on the Company's advisory board.

On June 1, 2022, Ernie Ho resigned as Vice President, Corporate Development of the Company.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Penny White
CEO and President
Telephone: +1 (604) 617-7979

Item 9: Date of Report

June 8, 2022